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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re	:	Chapter 11
	:	
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
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JOINT STIPULATION AND AGREED ORDER COMPROMISING
AND ALLOWING PROOF OF CLAIM NUMBER 7024
(MICHIGAN HERITAGE BANK)

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), and Michigan Heritage Bank ("MHB") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 7024 (Michigan Heritage Bank) and agree and state as follows:

WHEREAS on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York.

WHEREAS MHB filed proof of claim number 7024 against Delphi on May 20, 2006, which asserts a secured claim in the amount of \$766,355.00 (the "Claim") allegedly arising under a master lease agreement dated March 30, 2001 and Equipment Schedule No. 007 dated October 7, 2003 (collectively, the "Agreement").

WHEREAS the Debtors objected to the Claim pursuant to the Debtors' Ninth Omnibus Objection (Substantive) Pursuant To 11 U.S.C. § 502(b) And Fed. R. Bankr. P. 3007 To Certain (a) Insufficiently Documented Claims, (b) Claims Not Reflected On Debtors' Books And Records, (c) Untimely Claims, And (d) Claims Subject To Modification (Docket No. 6968) (the "Ninth Omnibus Claims Objection"), which was filed on February 15, 2007.

WHEREAS on March 19, 2007, MHB filed its Response Of Creditor Michigan Heritage Bank To Ninth Omnibus Objection (Docket No. 7331) (the "Response").

WHEREAS on May 31, 2007, to resolve the Ninth Omnibus Claims Objection with respect to the Claim, Delphi Automotive Systems LLC ("DAS LLC") and MHB entered into a settlement agreement (the "Settlement Agreement").

WHEREAS pursuant to the Settlement Agreement, DAS LLC acknowledges and agrees that the Claim shall be allowed as a general unsecured non-priority claim against the estate of DAS LLC in the amount of \$11,178.92.

WHEREAS DAS LLC is authorized to enter into the Settlement Agreement either because the Claim involves ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

THEREFORE, the Debtors and MHB stipulate and agree as follows:

1. The Claim shall be allowed in the amount of \$11,178.92 and shall be treated as an allowed general unsecured non-priority claim against the estate of DAS LLC.
2. MHB reserves its rights to file a proof of claim for rejection damages ("Rejection Damages") pursuant to the Order Under 11 U.S.C. 107(b), 501, 502 And 1111(a) And Fed. R. Bankr. P. 1009, 2002(a)(7), 3003(c)(3), And 5005(a) Establishing Bar Dates For Filing Proofs Of Claim And Approving Form And Manner Of Notice Thereof (Docket No. 3206), entered by this Court on April 12, 2005, in the event that the Debtors reject the Agreement.
3. The Debtors reserve the right to dispute any claim that MHB asserts for Rejection Damages
4. MHB shall withdraw its Response to the Ninth Omnibus Claims Objection with prejudice.

So Ordered in New York, New York, this 26th day of June, 2007

/s/Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

AGREED TO AND
APPROVED FOR ENTRY:

/s/ John K. Lyons

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